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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: Case No. 05-44481 [RDD]
DELPHI CORPORATION, et al., :
: :
Debtors. :
: :
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**JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND CAPPING PROOF OF CLAIM NUMBER 14180**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and AT&T Corp., SBC Global Services and SBC Corp. (collectively, "AT&T") respectfully submit this Joint Stipulation And Agreed Order Compromising and Capping Proof of Claim Number 14180 and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.*, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on August 9, 2006, AT&T filed proof of claim number 14180 (the "Proof of Claim") against "Delphi Corporation, et al." asserting a secured claim in the amount of \$8,000,000 and an unsecured non-priority claim in the amount of \$8,249,594.04.

WHEREAS the Debtors objected to the Proof of Claim pursuant to the Ninth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject to Modification (Docket No. 6968) ("Ninth Omnibus Claims Objection"), which was filed February 15, 2007.

WHEREAS on May 15, 2007, the Debtors and AT&T agreed to a partial resolution of the Ninth Omnibus Claims Objection with respect to the Proof of Claim pursuant to which the Proof of Claim shall be deemed amended so as not to exceed \$341,676.55.

WHEREAS, the Debtors and AT&T seek to avoid the costs and expenses of unnecessary litigation.

THEREFORE, the Debtors and AT&T hereby stipulate and agree as follows:

1. Proof of Claim Number 14180 shall be modified and capped, and deemed amended, so that in no event shall it exceed \$341,676.55. In other respects, the Proof of

Claim shall remain unchanged, and the parties reserve all of their respective rights regarding the Proof of Claim.

2. Debtors' Ninth Omnibus Claims Objection shall continue to apply to the Proof of Claim as modified and amended by this Joint Stipulation and Agreed Order.

[Concluded on following page.]

3. Nothing contained herein shall constitute, nor shall it be deemed to constitute, the allowance of any claim asserted against any of the Debtors.

Dated: New York, New York
May 24, 2007

DELPHI CORPORATION, et al.
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: Roseland, New Jersey
May 24, 2007

AT&T CORPORATION, SBC GLOBAL
SERVICES and SBC CORPORATION,
By their Counsel,

LOWENSTEIN SANDLER PC
By:

/s/Vincent A. D'Agostino
VINCENT A. D'AGOSTINO
65 Livingston Ave.
Roseland, New Jersey 07068
(973) 597-2500

SO ORDERED

This 1st day of June, 2007
in New York, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE